

**NOTICE OF CLAIMS PURCHASE AGREEMENT**

**UMPCO INC**, a(n) California Corporation, its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby absolutely and unconditionally sell and transfer unto **AMROC INVESTMENTS, LLC**, a New York limited liability company, its successors and assigns ("Buyer") all rights, title and interest in and to the claim(s) of Seller in the principal amount of **\$17,511.42** (proof of claim amount, defined as the "Claim") against **Delphi Corporation** (the "Debtor" ) together with interest, if any, in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the Proceedings (the "Court"), Administered at Case No.05-44481 (defined as the "Proceedings").

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing this Claims Purchase Agreement as an unconditional sale and the Buyer herein as the valid owner of the Claim.

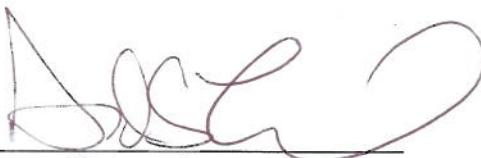
IN WITNESS WHEREOF, the undersigned has duly executed this Agreement by its duly authorized representative dated the 2nd day of OCTOBER, 2007.

WITNESS 

(Signature)

ROBERT DAVIS / CONTROLLER

(Print Name And Title Of Witness)

WITNESS 

(Signature)

David S. Leinwand, Senior Vice President

(Print Name And Title Of Witness)

UMPCO, INC.

(Company Name)

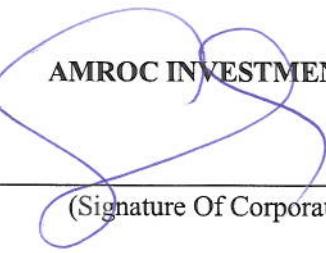


(Signature Of Corporate Officer)

R. DANIEL MILLER / PRESIDENT

(Print Name And Title Of Corporate Officer)

AMROC INVESTMENTS, LLC



Sonia E. Gardner, Senior Managing Director

(Print Name And Title Of Corporate Officer)

**Exhibit "A"**